

CONTACT:

F9700000 2778

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UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Nutrilabs Corporation

(Corporation Name)

000002190050--1

(Document #) 03/97--01072--025

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2 _____
(Corporation Name)

3 _____
(Corporation Name)

4 _____
(Corporation Name)

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Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

Handwritten notes:
097/122/16
97 MAY 23 12:54
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STATE
mtc
5/28



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1997

UCC FILING & SEARCH SERVICES
526 EAST PARK AVE
TALLAHASSEE, FL 32301

SUBJECT: NUTRILAB CORPORATION
Ref. Number: W97000012216

We have received your document for NUTRILAB CORPORATION and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Terri Buckley
Corporate Specialist

Letter Number: 497A00028242

Corrected 5-27-97

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NUTRILAB CORPORATION
(Name of corporation must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. APRIL 17, 1997 4. perpetual
(Date of Incorporation) (Duration-Year Corp. will cease to exist or "perpetual")
5. Applied For
(Federal Employer Identification number, if applicable)
6. Upon qualification.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8 Mountain Avenue, Springfield, New Jersey 07081
(Current mailing address)
9. Name and Street address of Florida registered agent:
Name: Jeffrey Friedman
Office Address: 6860 Gulf Port Blvd. South, Suite 279
St. Petersburg, Florida 33707
Zip Code
9. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
Registered agent's signature: Jeffrey Friedman
Jeffrey Friedman
10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and addresses of officers and/or directors.

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Robert H. Jaffe
Address: 8 Mountain Avenue
Springfield, NJ 07081

Director: _____
Address: _____

B. Officers:


President: Jeffrey Friedman
Address: 6860 Gulf Port Blvd. South, Suite 279
St. Petersburg, FL 33707

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

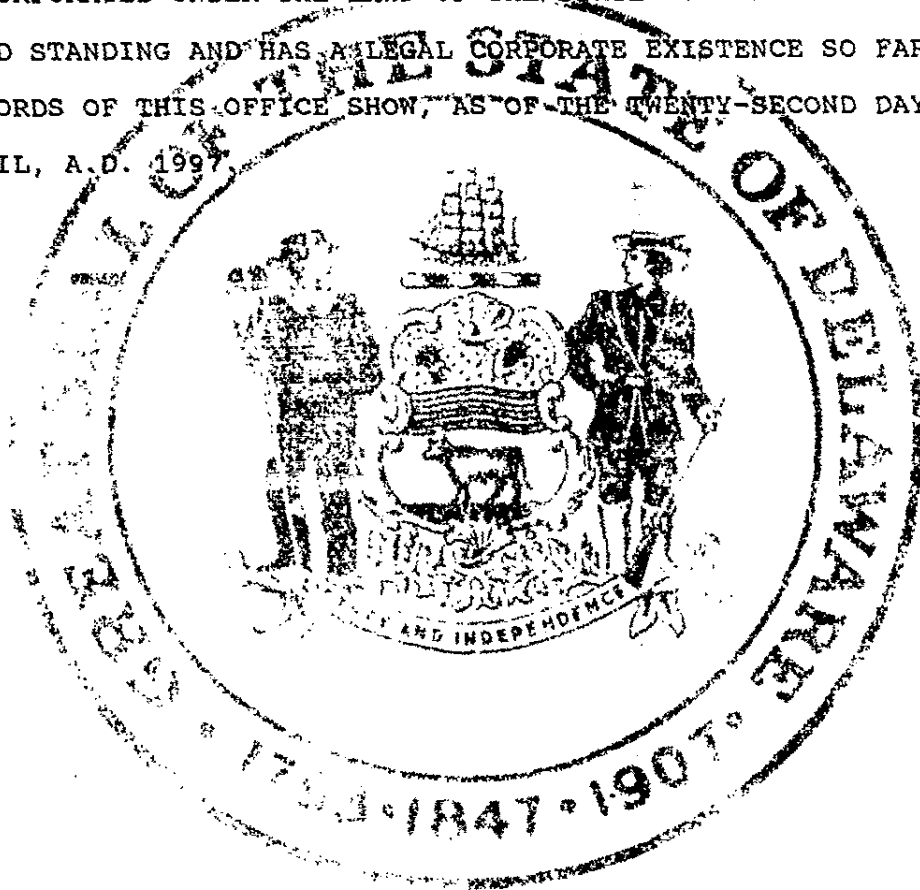
(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 11 of the application)

13. Robert H. Jaffe - Director
(Type or print name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUTRILAB CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF APRIL, A.D. 1997



STAMP 23 11 5:24



Edward J. Freel

Edward J. Freel, Secretary of State

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971129870

AUTHENTICATION:

8430947

DATE

04-22-97